

EXHIBIT B

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

ARISTA RECORDS LLC; ATLANTIC
RECORDING CORPORATION; BMG
MUSIC; CAPITAL RECORDS, INC.;
CAROLINE RECORDS, INC.; ELEKTRA
ENTERTAINMENT GROUP, INC.;
INTERSCOPE RECORDS; LAFACE
RECORDS LLC; MAVERICK RECORDING
COMPANY; SONY BMG MUSIC
ENTERTAINMENT; UMG RECORDINGS,
INC.; VIRGIN RECORDS AMERICA, INC.;
WARNER BROS. RECORDS INC.; and
ZOMBA RECORDING LLC,

Plaintiffs,

vs.

USENET.COM, INC.,

Defendants.

Civil Action No. 07-CIV-8822(HB)

**DECLARATION OF CHARLES S. BAKER IN SUPPORT OF
DEFENDANT USENET.COM, INC.'S RESPONSE IN OPPOSITION TO PLAINTIFFS'
MOTION FOR LEAVE TO AMEND**

I, Charles S. Baker, the undersigned, hereby declare:

1. "My name is Charles S. Baker. I am over eighteen years of age, of sound mind, and in all ways qualified and competent to make this affidavit. I have personal knowledge of the statements of fact contained in this affidavit and they are true and correct.
2. I am the attorney-in-charge for Defendant Usenet.com, Inc. ("UCI"). I make this declaration in support of UCI's Response in Opposition to Plaintiffs' Motion for Leave to Amend.

3. On April 23, 2008, UCI served its Responses to Plaintiffs' First Set of Interrogatories, disclosing Sierra and UCI ownership information since inception and the identity of their officers and employees.

4. On April 23, 2008, UCI also produced the Master Services Agreement between Sierra and UCI.

5. On May 16, 2008, UCI served its First Supplemental Responses to Plaintiffs' First Set of Interrogatories, disclosing that Reynolds was the sole owner of Sierra.

6. After filing this lawsuit, Plaintiffs' counsel were informed through various telephone conferences that Reynolds was the sole owner and operator of UCI and Sierra. In fact, on numerous occasions, counsel for the RIAA have threatened to add Gerald Reynolds and others to their lawsuit, since at least March 2008.

7. On May 12, 2008, UCI produced configuration files for UCI's servers 1-4 and Sierra's servers spliad through sp30iad. In the various meet and confer conferences with Plaintiffs' counsel, Sierra's ownership of the spliad through sp30iad servers was discussed. When Plaintiffs insisted that this information be included in UCI's Supplemental Interrogatory Responses just to have it confirmed in writing, UCI complied on August 6, 2008.

8. Plaintiffs have not only known for months that Sierra's servers peer with UCI, but have been fully aware of exactly how the peering relationship is configured on these companies' servers to provide UCI's service at least since Mr. Reynolds was examined by Plaintiffs' experts on or about March 12, 2008.

Executed on August 21 2008 in Houston, Texas.



Charles S. Baker